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OCTOBER 8, 1997

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

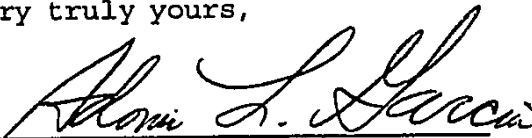
Re: A1A MORTGAGE & FINANCIAL SERVICES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$122.50.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

  
ADONIS L. GARCIA

A1A MORTGAGE & FINANCIAL SERVICES, INC.  
720 SOUTH SHORE DR.  
MIAMI BEACH, FLORIDA 33141

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
A1A MORTGAGE & FINANCIAL SERVICES, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is: **A1A MORTGAGE & FINANCIAL SERVICES, INC.**

ARTICLE II NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

1. The number of shares of authorized capital stock in this corporation shall be one-hundred (100) shares of common stock with a par value of \$1.

2. The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 720 SOUTH SHORE DR., MIAMI BEACH, FLORIDA 33141, and the initial registered agent at that address is ADONIS L. GARCIA.

ARTICLE VI DIRECTORS

The corporation shall have two director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one (1).

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

ADONIS L. GARCIA  
720 SOUTH SHORE DR.  
MIAMI BEACH, FL. 33141

ARTICLE VIII PRINCIPAL OFFICE

The address of the principal office is:

720 SOUTH SHORE DR.  
MIAMI BEACH, FLORIDA 33141

ARTICLE IX SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are:

ADONIS L. GARCIA  
720 SOUTH SHORE DR.  
MIAMI BEACH, FLORIDA 33141

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence at 8:00 a.m. on the 8 TH day of OCTOBER, 1997.

ARTICLE XIV MAILING ADDRESS

The mailing address of the corporation shall be:

720 SOUTH SHORE DR.  
MIAMI BEACH, FLORIDA 33141

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8 TH day of OCTOBER, 1997.

  
ADONIS L. GARCIA

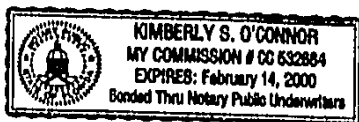
STATE OF FLORIDA    )  
COUNTY OF DADE    )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ADONIS L. GARCIA, well known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 8TH day of OCTOBER, 1997.

  
NOTARY PUBLIC Kimberly S. O'Connor

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

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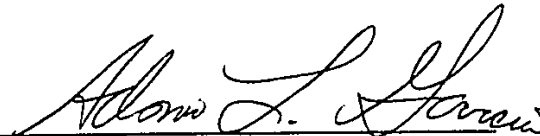
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

**A1A MORTGAGE & FINANCIAL SERVICES, INC.**

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation at 720 SOUTH SHORE DR., MIAMI BEACH, State of Florida, has named ADONIS L. GARCIA, 720 SOUTH SHORE DR., MIAMI BEACH, FL 33141, agent to accept services of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above-stated corporation, at the place designated in this Certification, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ADONIS L. GARCIA  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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